

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575
Fax 847 318-7588

VIA FEDERAL EXPRESS

**FIRST
UNION**

October 26, 1998

RECORDATION NO. 21742 FILED

OCT 27 '98

4-08 PM

Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 11, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

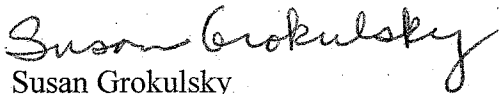
Lessee: Archer Daniels Midland
4666 Faries Parkway
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return two (2) stamped originals of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulsky
Manager - Documents Administration

Enclosures

(ADM008)

EXHIBIT A
to
RIDER NO. 4ARECORDATION NO. 21742 FILED
OCT 27 '98 4-08 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of August, 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4A to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 1, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski
Name: K.A. Dombrowski
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 11th day of August, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of August, 1998.

Susan Grokulsky
Notary Public

My Commission Expires:

8/14/2000
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND

ATTEST:

By: Patty Kelley
Name: Patty Kelley
Title: Secretary

By: Randy Neumayer
Name: _____
Title: Vice President-Rail Transportation

Executed on this 5th day of Aug., 1998.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Marion

I, Wilson K. Cassell, a Notary Public of the County and State aforesaid, certify that Randy Neumayer personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

1998 WITNESS my hand and official stamp or seal, this 4th day of August.

Wilson K. Cassell
Notary Public

My Commission Expires:

2/16/2000
(Notary Public)

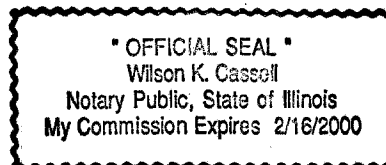


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: **Eighty-one (81)**

DESCRIPTION OF CARS: **5150 cu. ft. covered hoppers**

CAR NUMBERS: **See below:**

Car initial (29)	Car number (29)
NDYX	515303
NDYX	515304
NDYX	515305
NDYX	515307
NDYX	515310
NDYX	515311
NDYX	515314
NDYX	515315
NDYX	515316
NDYX	515317
NDYX	515318
NDYX	515320
NDYX	515321
NDYX	515323
NDYX	515324
NDYX	515325
NDYX	515327
NDYX	515328
NDYX	515330
NDYX	515332
NDYX	515333
NDYX	515334
NDYX	515335
NDYX	515336
NDYX	515337
NDYX	515340

NDYX	515342
NDYX	515344
NDYX	515345
NDYX	515346
NDYX	515347
NDYX	515349
NDYX	515351
NDYX	515353
NDYX	515354
NDYX	515355
NDYX	515356
NDYX	515357
NDYX	515358
NDYX	515359
NDYX	515360
NDYX	515361
NDYX	515362
NDYX	515363
NDYX	515366
NDYX	515367
NDYX	515368
NDYX	515369
NDYX	515371
NDYX	515374
NDYX	516395
NDYX	516396
NDYX	516403
NDYX	516404

NDYX	516405
NDYX	516408
NDYX	516411
NDYX	516412
NDYX	516414
NDYX	516415
NDYX	516418
NDYX	516419
NDYX	516421
NDYX	516424
NDYX	516426
NDYX	516427
NDYX	516428
NDYX	516430
NDYX	516431
NDYX	516434
NDYX	516436
NDYX	516437
NDYX	516438
NDYX	516439
NDYX	516440
NDYX	516442
NDYX	516443
NDYX	516444
NDYX	516445
NDYX	516446
NDYX	516449
Count:	81